UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK
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In re: Chapter 11

159 BROADWAY MEMBER LLC,   Case No.:

                  Debtor.

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CERTIFICATE OF RESOLUTION

I, the undersigned, **DAVID GOLDWASSER**, as Chief Restructuring Officer of **159**

Broadway Member LLC (the "Company"), do hereby certify that at a meeting of the Company

duly called and held, the following resolutions were adopted and recorded in the Minute Book of

the Company, and they have not been modified or rescinded, and are still in full force and effect:

      RESOLVED, that in the judgment of the Company it is
desirable and in the best interest of the Company, its creditors,
members and other interested parties, that a petition be filed by the
Company for relief under Chapter 11 of title 11 of the United
States Code (the "Bankruptcy Code"); and it is further

      RESOLVED, that the form of petition under Chapter 11
presented to this meeting is approved and adopted in all respects,
and that David Goldwasser as Chief Restructuring Officer of the
Company, is authorized to execute and verify a petition
substantially in such form and to cause the same to be filed with
the United States Bankruptcy Court for the Southern District of
New York at such time as he shall determine; and it is further

      RESOLVED, that David Goldwasser, as Chief
Restructuring Officer of the Company, is authorized to execute and
file all petitions, reorganization schedules, lists and other papers
and to effectuate the filing of the Chapter 11 case, and, in that
connection, that the firm of Robinson Brog Leinwand Greene
Genovese & Gluck P.C. be retained and employed as legal counsel
for the Company under a general retainer, in addition to such
special counsel as may hereafter become necessary or proper with
a view to the successful conclusion of such Chapter 11 case.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Company this 21st day of December, 2020.

159 BROADWAY MEMBER LLC

By: ___/s/ David Goldwasser_____
DAVID GOLDWASSER
CHIEF RESTRUCTURING OFFICER

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